

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of

iTV-3, Inc.

Assignor

and

iTV-3, LLC

Assignee

Application for Authority Pursuant to
Section 214 of the Communications Act
of 1934, as Amended, to Assign
Domestic Section 214 Authority

WC Docket No. _____

To: Wireline Competition Bureau

**STREAMLINED APPLICATION FOR AUTHORITY TO ASSIGN DOMESTIC
BLANKET SECTION 214 AUTHORITY**

iTV-3, Inc. ("Assignor") and iTV-3, LLC ("Assignee," and together with Assignor, the "Applicants"), pursuant to Section 214 of the Communications Act of 1934,¹ as amended, and Sections 63.03 and 63.04 of the Commission's Rules,² hereby request approval of the assignment of domestic 214 authority from iTV-3, Inc. to iTV-3, LLC, in connection with the acquisition of substantially all of iTV-3, Inc.'s assets by iTV-3, LLC. As explained herein, this application qualifies for streamlined processing pursuant to Section 63.03(b)³ of the Commission's Rules.

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.03 and 63.04.

³ 47 C.F.R. § 63.03(b).

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the Applicants submit the following information:

1. Name address and telephone number of each applicant:

Assignor:

iTV-3, Inc.
2500 Lehigh Avenue
Glenview, IL 60026
Attention: Craig Hartner
Facsimile: (847) 904-9019
Phone: (847) 904-9015

Assignee:

iTV-3, LLC
3 Harcourt Drive
St. Louis, MO 63105
Attention: Grier Raclin
Facsimile: (856) 677-9843
Phone: (314) 448-1235

2. Government, state or territory under the laws of which each corporate or partnership applicant is organized:

iTV-3, Inc. is an Illinois corporation.

iTV-3, LLC is a Delaware Limited Liability Company.

3. Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

Assignor:

iTV-3, Inc.
2500 Lehigh Avenue
Glenview, IL 60026
Attention: Craig Hartner
Title: Chief Financial Officer
Facsimile: (847) 904-9019
Telephone: (847) 904-9015

With a copy to Counsel:

Michael P. Donahue
Linda. G. McReynolds
MARASHLIAN & DONAHUE, PLLC
The *CommLaw* Group
1420 Spring Hill Road, Suite 401
Tysons, Virginia 22102
Telephone: 703-714-1319/1318
Facsimile: 703-563-6222
E-Mail: mpd@CommLawGroup.com
lgm@CommLawGroup.com

Assignee:

iTV-3, LLC
2 Harcourt Drive
St. Louis, MO 63105
Facsimile: 856-677-9843
Telephone: 314-448-1235
Attention: Grier Raclin
Title: Chief Executive Officer, Countrywide Broadband
Email: graclin@cwbinet.net

With a copy to Counsel:

Craig Gilley
Member
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Ave., NW, Suite 900
Washington, DC 20004
Telephone: (202) 434-7459 |
Facsimile: (202) 434-7400
E-mail: CAGilley@mintz.com

- 4. Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:**

Assignor:

The following entities and persons hold a 10% or greater direct ownership interest in
iTV-3, Inc.

- (1) Family Communications, LLC
2500 Lehigh Avenue
Glenview, IL 60026

Percentage of Equity Interest Held: 100
Country of Citizenship: United States
Principal Business: Telecommunications entity holding company

(2) Highland Ventures, Ltd
2500 Lehigh Avenue
Glenview, IL 60026
Percentage of Equity Interest Held: 100%
(via Family Communications, LLC)
Country of Citizenship: United States
Principal Business: Holding company for real estate development company
with several retail operating subsidiaries

(3) Keith A. Hoogland
2500 Lehigh Avenue
Glenview, IL 60026
Percentage of Equity Interest Held: 22.0%
(through Highland Ventures, Ltd)
Country of Citizenship: United States
Principal Business: Real estate development and retail

Assignee:

The following entities and persons hold a 10% or greater ownership interest in iTV-3, LLC (a chart depicting the ownership structure is attached hereto). Please note that ownership percentages of upstream entities are calculated with respect to iTV-3, LLC, as required by the Commission's rules.

(1) Seaport/CWB iTV-3 Holdings, LLC
40 Fulton St, 27th floor
New York, NY 10038
Percentage of iTV-3, LLC Equity Interest Held: 100
Country of Citizenship: United States
Principal Business: Holding Company

(2) Seaport iTV-3 Investors, LLC
40 Fulton St, 27th floor
New York, NY 10038
Percentage of iTV-3, LLC Equity Interest Held: 97.2 (through 97.2% interest
in Seaport/CWB iTV-3 Holdings, LLC)
Country of Citizenship: United States
Principal Business: Holding Company

- (3) Seaport Associates IV, LLC
40 Fulton St, 27th floor
New York, NY 10038
Percentage of iTV-3, LLC Equity Interest Held: 97.2 (as Managing Member of and 100% voting interest in Seaport iTV-3 Investors, LLC)
Country of Citizenship: United States
Principal Business: Investments
- (4) William Luby
40 Fulton St, 27th floor
New York, NY 10038
Percentage of iTV-3, LLC Equity Interest Held: 48.6 (through 50% equity interest in Seaport iTV-3 Investors, LLC and 50% interest in Seaport Associates IV, LLC)
Country of Citizenship: United States
Principal Business: Investor
- (5) James Collis
40 Fulton St, 27th floor
New York, NY 10038
Percentage of iTV-3, LLC Equity Interest Held: 48.6 (through 50% equity interest in Seaport iTV-3 Investors, LLC and 50% interest in Seaport Associates IV, LLC)
Country of Citizenship: United States
Principal Business: Investor

5. Certification pursuant to 47 C.F.R. §§ 1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988:

By their signatures below, Applicants certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. Applicants certify that this certification is true, complete and correct to the best of their knowledge and belief, and is made in good faith.

6. Description of the Transaction:

Under the terms of the proposed transaction, iTV-3, LLC will acquire and assume substantially all of the assets and business of iTV-3, Inc. This application therefore seeks approval for the assignment of said assets, including the current Section 214 authority. The

applicants have made necessary regulatory filings with the Illinois Commerce Commission with respect to this transaction.

After the proposed transaction, the assets previously held by iTV-3, Inc. will continue to be operated by iTV-3, LLC in the same service territory, and under the same trade names. iTV-3, LLC will also continue to provide services to customers under the same rates, terms and conditions and at the same rates as iTV-3, Inc. currently does today. Furthermore, no customer service or billing contact information will change as a result of the transaction. Accordingly, the transaction will be transparent to customers.

Controlling interest in iTV-3, LLC is held by and through a number of holding company entities (Seaport/CWB iTV-3 Holdings, LLC, Seaport iTV-3 Investors, LLC and Seaport Associates IV, LLC) and persons (William Luby and James Collis) affiliated with Seaport Capital, LLC (the Seaport entities and persons are collectively referred to herein as "Seaport Capital"). Seaport Capital is an investment entity that provides equity to middle market media, telecommunications, information and business services companies. Seaport Capital focuses on private companies with management teams that are talented, committed and interested in having a value-added financial partner to help them achieve their goals. Seaport Capital has extensive expertise in the telecommunications industry, having held assets including CLECs, rural local exchange carriers, collocation providers, and other providers of telecommunications services.

7. Description of the geographic areas in which Assignor and Assignee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Assignor:

iTV-3, Inc., is a local exchange carrier providing high speed Internet access, voice and television service to communities in Central Illinois.

Assignee:

iTV-3, LLC currently does not offer domestic telecommunications services.

8. Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

This application fits within the presumptive streamlined categories in Section 63.03(b) and streamlined treatment is requested. The proposed transaction is an asset sale that involves the transfer of the assets of iTV-3, Inc. to iTV-3, LLC. The Commission has determined that transactions such as this that involve an asset acquisition and not an acquisition of corporate control do not raise the potential of competitive harm.⁴ Additionally, assignee iTV-3 is not affiliated with a foreign carrier and it does not seek authority to resell the international or private line services of any affiliated dominant U.S. carrier.

9. Identification of all other Commission applications related to the same transaction:

None.

10. Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure.

11. Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waiver requests are being sought in conjunction with the proposed transaction.

12. Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

⁴ See *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517 ¶33 (2002).

The proposed transaction will serve the public interest by expanding existing networks and enhancing customer service options. iTV-3, LLC's management team has almost 100 years' experience in the fiber, broadband and telecommunications industries, which will be used to expand the service territory and enhance the broadband product offerings of the existing iTV-3 network. Further, iTV-3, LLC's access to capital will allow it to maintain, improve and construct expand the existing fiber infrastructure in central Illinois, especially the Peoria and the Champaign/Urbana metropolitan areas.

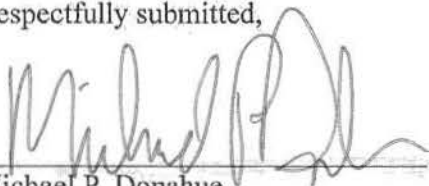
iTV-3, LLC investment partner Seaport Capital also has extensive expertise in the telecommunications industry, having owned investment stakes in CLECs, rural local exchange carriers, collocation providers, and other providers of telecommunications services. Seaport Capital's capital, its telecom and investing experience, its industry relationships and other resources will additionally enable iTV-3, LLC to expand networks and to deploy best practices to the benefit of consumers, businesses, and competition in its central Illinois service territories.

The proposed transaction will have no adverse impact on current iTV-3 customers, and will be virtually transparent to customers in terms of the service they now receive. iTV-3, LLC will continue to provide services at the same rates and on the same terms and conditions as currently in effect. The proposed transaction also raises no competitive issues, and there will be no reduction of competition in the service areas.

Conclusion

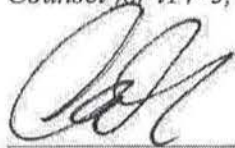
For the foregoing reasons, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by grant of this Application. Applicants respectfully request streamlined and expedited treatment to permit Applicants to consummate the proposed transaction as soon as possible.

Respectfully submitted,



Michael P. Donahue
Linda G. McReynolds
MARASHLIAN & DONAHUE, PLLC
The CommLaw Group
1420 Spring Hill Road, Suite 401
Tysons, Virginia 22102
Telephone: 703-714-1319/1318
Facsimile: 703-563-6222
E-Mail: mpd@CommLawGroup.com
lgm@CommLawGroup.com

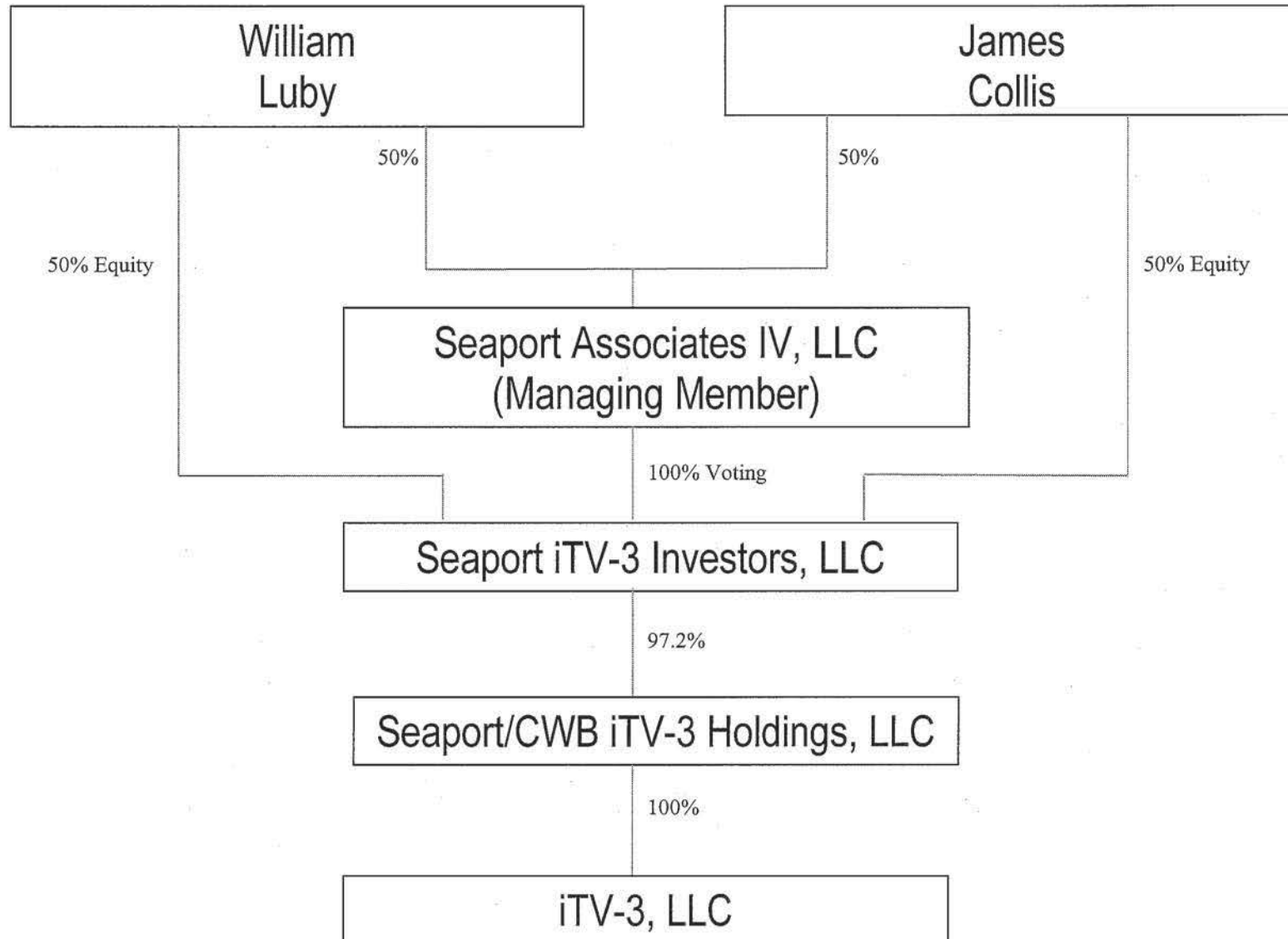
Counsel for iTV-3, Inc.



Craig Gilley
Paul Abbott
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Ave., NW, Suite 900
Washington, DC 20004
Telephone: (202) 434-7459 |
Facsimile: (202) 434-7400
E-mail: CAGilley@mintz.com

Counsel for iTV-3, LLC

iTV-3, LLC OPERATING STRUCTURE



Certification

I, Grier Raclin, hereby certify under penalty of perjury that I am authorized to make this certification on behalf of Assignee. I further certify that the information in the foregoing application is true and accurate to the best of my knowledge, and that Applicants are not subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug-Abuse Act of 1988, 21 U.S.C. §853(a), as amended.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 29th day of April, 2016.



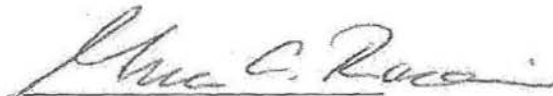
Grier Raclin
Chief Executive Officer
iTV-3, LLC

Certification

I, Grier Raclin, hereby certify under penalty of perjury that I am authorized to make this certification on behalf of Assignee. I further certify that the information in the foregoing application is true and accurate to the best of my knowledge, and that Applicants are not subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug-Abuse Act of 1988, 21 U.S.C. §853(a), as amended.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 31st day of April, 2016.



Grier Raclin
Chief Executive Officer
iTV-3, LLC